

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Methyl Tertiary Butyl Ether ("MTBE")
Products Liability Litigation

**Master File No. 1:00 – 1898
MDL 1358 (SAS)
M21-88**

This Document Relates To:

The Honorable Shira A. Scheindlin

Orange County Water District v. Unocal Corporation, et al., Case No. 04 Civ. 4968 (SAS)

DECLARATION OF KAREN A. LYONS IN SUPPORT OF THE SHELL DEFENDANTS' MOTION FOR SUMMARY JUDGMENT

I, Karen Lyons, under penalty of perjury, hereby declare:

1. I am currently Principal Lead Auditor with PTS Global HSSE & SP Assurance for Shell Global Solutions (US) Inc. I make this declaration in support of the motion for summary judgment filed by defendants Shell Oil Company, Equilon Enterprises LLC, and Texaco Refining and Marketing Inc. (collectively, the "Shell Defendants"). I have been an employee of Shell since 1993, where I have held the positions of Regional Hydrogeologist, Hydrogeologist, Senior Environmental Engineer, Senior Consultant, and Manager of Western Region, Environmental Services. I have personal knowledge of the matters stated herein, and if called upon to testify, could and would competently do so.

2. On January 5, 2005, the Orange County Superior Court entered a Final Judgment Pursuant to Stipulation and Order Thereon ("Final Judgment") in *People v. Shell Oil Co., et al.*, No. 80-40-31. The Final Judgment required the Shell Defendants to undertake a plume delineation program which obligated them to prepare plume delineation reports for current

or former Shell owned or operated service station sites in Orange County. Pursuant to the terms of the Final Judgment, the Shell Defendants were obligated to submit the completed plume delineation reports to a consultant chosen by the Orange County District Attorney on behalf of the People of the State of California. The consultant chosen by the Orange County District Attorney was England Geosystem, Inc., later known as E2 Environmental.

3. The Shell Defendants completed all required plume delineation reports and submitted them to E2.

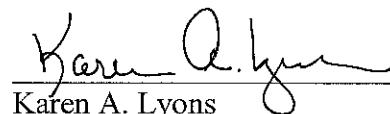
4. Under the Final Judgment, if the plume delineation reports were not consistent with the applicable standards, E2 was to inform the Shell Defendants in writing of any additional actions necessary to meet the standards. The Shell Defendants received limited comments on two sites from E2 that did not require the Shell Defendants to take actions.

5. Pursuant to the Final Judgment, the Shell Defendants' obligations under the plume delineation program were fulfilled, at the very least, five years after the entry of the Final Judgment, or January 5, 2010.

6. The Orange County District Attorney has never invoked the dispute resolution clause of the Final Judgment.

7. The State of California required the phaseout of MTBE from all gasoline sold in the state by no later than January 1, 2004. The Shell Defendants did not refine, distribute or sell gasoline containing MTBE in the State of California after that date.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on May 12, 2014 at Danbury, CT.


Karen A. Lyons